

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Preferred Apartment Communities, Inc.		2 Issuer's employer identification number (EIN) 27-1712193	
3 Name of contact for additional information Michael J. Cronin		4 Telephone No. of contact 678-589-7734	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 3625 Cumberland Boulevard		5 Email address of contact mcronin@pacapts.com	
8 Date of action SEE BELOW		7 City, town, or post office, state, and Zip code of contact Atlanta, GA 30339	
		9 Classification and description Series A Preferred Stock	
10 CUSIP number Attachment A	11 Serial number(s)	12 Ticker symbol APTS	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **The Taxpayer made cash distributions to its preferred shareholders that were in excess of its current and accumulated earnings and profits. See Part II, Line 15 for the amount of these distributions per share.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **The distributions are taxable income or reduction of basis in the hands of the US**

taxpayer(s) as follows: Preferred Dividend

Date:	Taxable	Reduction of Basis	Date:	Taxable	Reduction of Basis
01/31/2013	\$3.51	\$1.49	09/30/2013	\$3.51	\$1.49
02/28/2013	\$3.51	\$1.49	10/31/2013	\$3.51	\$1.49
03/29/2013	\$3.51	\$1.49	11/29/2013	\$3.51	\$1.49
04/30/2012	\$3.51	\$1.49	12/31/2013	\$3.51	\$1.49
05/31/2013	\$3.51	\$1.49			
06/28/2013	\$3.51	\$1.49			
07/31/2013	\$3.51	\$1.49			
08/30/2013	\$3.51	\$1.49			

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **The Taxpayer's earnings and profits were calculated under IRC §312, as modified by IRC §857(d) for a real estate investment trust, and the regulations thereunder. Amounts in excess of earnings and profits reduce the shareholder's tax basis in its shares to the extent of basis.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC §301(c)(2)

18 Can any resulting loss be recognized? ▶ No

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ These actions are effective on the dates of distribution identified above.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ Michael J. Cannon Date ▶ 1/31/14

Print your name ▶ Michael J. Cannon Title ▶ C.A.O.

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
<u>N/A</u>	<u>[Signature]</u>			
Firm's name ▶	Firm's EIN ▶		Phone no.	
Firm's address ▶				

CUSIP #

74039L 202
74039L 301
74039L 400
74039L 707
74039L 806
74039L 889
74039L 871
74039L 863
74039L 855
74039L 848
74039L 822
74039L 830
74039L 814
74039L 798
74039L 780
74039L 772
74039L 756
74039L 749
74039L 731
74039L 723
74039L 715
74039L 699
74039L 681
74039L 673
74039L 665
74039L 657
74039L 640
74039L 632
74039L 624
74039L 616
74039L 590
74039L 582
74039L 574
74039L 566
74039L 558
74039L 541
74039L 533
74039c 202